

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

WEDNESDAY, FEBRUARY 25, 2009 AT 4:00 P.M.

IN THE MARY BRENNAN BOARD ROOM

2000 POST ROAD

WARWICK, RHODE ISLAND

The meeting of the Rhode Island Airport Corporation (“Corporation”)

Board of Directors

was called to order by Chair, Kathleen C. Hittner, M.D., at 4:07 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen C. Hittner, M.D; James Forte; Joseph Cianciolo; Joseph Larisa; Robert D. Sangster; Russell Hahn.

BOARD MEMBERS ABSENT: Michael Traficante.

ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Forte and seconded by Mr. Sangster to

approve the minutes of the Board Meeting of January 21, 2009. The motion was passed unanimously.

2. Open Forum:

Dr. Hittner asked if anyone present wanted to speak in Open Forum.

Mr. Richard Langseth, representing the Greenwich Bay Watershed Group, addressed several issues regarding the Intermodal Project, including his view of negotiations of potential agreements with MBTA and Amtrak. Mr. Langseth also encouraged RIAC's attendance at Statewide Planning's Transportation Advisory Committee scheduled for February 26, 2009.

Mr. Ron Cicerchia, representing Ristan Systems, addressed his company's concerns with the proposed award of the contract for an Access and Revenue Control System for the parking facilities at T. F. Green Airport. Mr. Cicerchia discussed his company's credentials in relation to the requested services, and urged the Board to delay awarding this contract pending further evaluation of his company's qualifications.

3. Report from Chair, Board of Directors:

There was no report.

4. Report from President and CEO:

Mr. Dillon reported that passenger traffic for Calendar Year 2008 was down 6%, as compared to 2007, and numbers for the month of January 2009 were down 10%, as compared to January 2008. Mr. Dillon reported that many airports around the country have experienced significant drops in service. The Corporation is continuing to focus on air service marketing efforts.

Mr. Dillon reported that SWA had announced that they would be commencing service at Logan Airport in the Fall of 2009. Mr. Dillon explained that SWA's goal is to capture the passengers that reside within Route 128 and the decision to enter the Boston market could enhance service at Green because other discount carriers may seek to compete with SWA in the Providence market.

Mr. Dillon gave an overview of the proposed stimulus package and the impact to the FAA's Airport Improvement Program (AIP). Mr. Dillon reported that the total cost of the package is \$1.1 Billion, with approximately \$50 Million allocated to the FAA New England Region. Mr. Dillon noted that RIAC has submitted a number of projects for consideration and noted that the FAA is still working on the parameters for distribution of the monies.

Mr. Dillon gave an update on the Intermodal Project reporting that construction is proceeding as planned.

Mr. Dillon reported that there had been several favorable media reports concerning the extension of the runway.

Mr. Dillon gave a legislative update and reported that the Corporation is tracking legislation with potential airport impacts. Mr. Dillon gave a specific overview and recommendation regarding House Bills 5153, 5201, 5298 and Senate Bills 0210 and 0276.

5. Operations and Capital Committee Report:

Mr. Forte reported that the Committee had met prior to the Board Meeting, and that there were consent items for approval on the agenda. It was noted that one item (a) Consideration of and Action Upon Approval to Negotiate and Enter into an Agreement to Provide an Access and Revenue Control System for Parking Facilities and the Roadway at T. F. Green Airport should be removed from the consent agenda for direct consideration by the Board.

Mr. Sangster made a motion to extract item (a) and this was seconded by Mr. Forte. The motion was passed unanimously.

A motion was made by Mr. Larisa and seconded by Mr. Sangster to approve items 5(b) through 5 (d) on the consent agenda. The motion was passed unanimously.

Consent Items:

(a) Consideration of and Action Upon Proposed Acquisition of Certain Property Adjacent to T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is a public corporation, governmental agency and public instrumentality of the State of Rhode Island; and

WHEREAS, through a certain Lease and Operating Agreement with the State of Rhode Island dated June 25, 1993, as amended, RIAC maintains and operates T. F. Green Airport in Warwick, Rhode Island; and

WHEREAS, RIAC staff has determined that the acquisition of the property described below is consistent with the State Guide Plan; and

WHEREAS, John M. Carroll and Bruce G. Belvin Realty Partnership (Seller) wishes to sell and RIAC wishes to purchase certain property located at 2212 Post Road, Warwick, RI and identified by the Warwick Tax Assessor as Plat 323, Lot 177 (Property); and

WHEREAS, the Seller has also agreed to have the remaining portion of Norman Avenue (which is adjacent to the Property) abandoned by the City of Warwick and incorporated into the Property; and

WHEREAS, the Seller currently has one tenant occupying the building; and

WHEREAS, under the terms of its current lease, the tenant has a right of first refusal to purchase the Property on the same terms and conditions as those offered by a third party; and

WHEREAS, RIAC staff will report to the Board if the tenant exercises its right of first refusal; and

WHEREAS, the approved Fiscal Year 2009 Capital Improvement Program (CIP) budget includes \$4 million in 2008 Airport Revenue Bond Funds for commercial land acquisition surrounding T. F. Green Airport; and

WHEREAS, the \$649,000 purchase price of the Property is appropriate based on the results of an appraisal conducted by an independent appraiser.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorize the President and CEO, or his designee, to execute a Purchase and Sales Agreement with John M. Carroll and Bruce G. Belvin Realty Partnership containing a purchase price not-to-exceed \$649,000 and other terms and conditions as prepared by RIAC's legal counsel for purchase of certain property located at

2212 Post Road, Warwick RI, and identified by the Warwick Tax Assessor to be Plat 323, Lot 177.

(b) Consideration of and Action Upon Approval of a Consultant Task Order for the Easement Acquisition Project at Westerly Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) has entered into a Professional Services Agreement (PSA) with O R Colan Associates of FL, LLC. (O R Colan) to provide On-Call Land Acquisition and Relocation Services for Noise Mitigation and Avigation Easement Acquisition for obstruction removal services; and

WHEREAS, the recently approved Aeronautical Study for Westerly Airport has identified eleven off-airport obstructions; and

WHEREAS, RIAC has negotiated a Scope and Fee with O R Colan to perform Acquisition Services associated with the Easement Acquisition Project at Westerly Airport in the amount of \$243,984; and

WHEREAS, this project was originally planned to commence in Fiscal Year 2010 thus the approved Fiscal Year 2009 Capital Improvement Program (CIP) budget does not include funds for this project; and

WHEREAS, this Task Order will initially be funded through the

General Purpose Fund with a minimum of 90% (\$219,586) reimbursement from the Federal Aviation Administration upon receipt of a Federal Fiscal Year 2010 Airport Improvement Project grant offer and RIAC's maximum 10% (\$24,398) matching share through General Purpose Funds.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorize the President and CEO, or his designee, to execute a Task Order with O R Colan for the Easement Acquisition Project at Westerly Airport in the amount of \$243,984.

(c) Consideration of and Action Upon Request to Re-Zone Certain Property Located Near T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is, a public corporation, governmental agency and public instrumentality of the State of Rhode Island; and

WHEREAS, through a certain Lease and Operating Agreement with the State of Rhode Island dated June 25, 1993, as amended, RIAC maintains and operates T. F. Green Airport in Warwick, Rhode Island; and

WHEREAS, RIAC has participated in a Voluntary Noise Land Acquisition Program and through the use of Federal Aviation

Administration (FAA) grants has acquired incompatible residential properties located within the 70DNL noise contours; and

WHEREAS, as part of the FAA funding for this Program, RIAC is required to dispose of noise lands at such time that they are no longer needed for noise compatibility purposes; and

WHEREAS, the disposal of these lands may involve converting them to airport development lands and/or airport compatible land uses in accordance with FAA Noise Compatibility Program criteria, which may require local zoning amendment(s).

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Committee authorizes the President and CEO, or his designee, to request, from time-to-time, that the City of Warwick re-zone certain residentially zoned incompatible parcels to zoning classification(s) that would permit compatible land uses in accordance with FAA's Part 150 Noise Compatibility Program criteria.

Action Item (Previously Consent Item A):

(a) Consideration of and Action Upon Approval to Negotiate and Enter Into an Agreement to Provide an Access and Revenue Control System for Parking Facilities and the Roadway at T. F. Green Airport.

Mr. Dillon gave an overview of the agreement. In light of the earlier comments made by Mr. Cicerchia, there was discussion of the bid process and the scope of the services required under the agreement and the rationale for the selection of Amano McGann.

A motion was made by Mr. Forte and seconded by Mr. Sangster to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and

WHEREAS, in June 2007, the Board of Directors authorized the President and CEO, or his designee, to negotiate and execute a Parking Management Agreement (PMA) with Standard Parking (Standard) to provide Professional Parking Management Services at T. F. Green Airport; and

WHEREAS, RIAC, in conjunction with Standard, issued a Request for Proposals (RFP) for an Access and Revenue Control System for the parking facilities and the roadway at T. F. Green Airport in December 2008; and

WHEREAS, RIAC received submittals from the following firms: ACS Transport Solutions, Inc., Amano McGann, Inc., Federal APD, Inc. and

TCS International; and

WHEREAS, all four firms were invited to make a formal presentation and respond to inquiries regarding their submittals on January 26, 2009; and

WHEREAS, the Selection Committee was comprised of the following individuals: Brian C. Schattle, RIAC's Chief Financial Officer; Douglas Dansereau, RIAC's Chief Auditor & Financial Analyst; Bill Blair, RIAC's Manager of Airport Parking & Ground Transportation; Thomas A. Strasshofer, Standard Parking's Manager of Technical Services and Bruce Warren, Standard Parking's General Manager of RIAC's facilities; and

WHEREAS, the Selection Committee ranked Amano McGann, Inc. (Amano) as the top firm; and

WHEREAS, the approved Fiscal Year 2009 Capital Improvement Program (CIP) budget includes \$2,300,000 for this project utilizing existing bond proceeds; and

WHEREAS, RIAC staff will work with Amano to finalize a scope and fee to be included in the Agreement within the established budget for this project.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to negotiate and execute an Agreement with Amano McGann Inc. to provide an Access and Revenue Control System for the parking facilities and the roadway at T. F. Green Airport in an amount not-to-exceed \$2,300,000.

The motion was passed unanimously.

6. Human Resources Committee Report:

Mr. Sangster reported that the Committee had met on February 4, 2009 and had discussed various HR issues which included collective bargaining and the non-union compensation program. Mr. Sangster noted that there was one item on the consent agenda for approval by the Board.

A motion was made by Mr. Forte and seconded by Mr. Sangster to approve item 6 (a) on the consent agenda. The motion was passed unanimously.

Consent Item:

The Committee recommends the passage of the following consent motion:

The President and CEO is authorized to end the non-union, noncontract pay-for-performance program by eliminating the 25% corporate achievement component and incorporating the respective 75% performance component into employees' base salary adjusted by the individual's three-year performance review average and authorizing the President and CEO to make individualized adjustments to the latter component, not to exceed the 75% performance limitation, with a goal that the final adjusted base salary should not exceed the maximum applicable Mercer study salary range by 10%.

The motion was passed unanimously.

7. Executive Session:

At approximately 4:36 p.m., a motion was made by Mr. Hahn and seconded by Mr. Larisa to go into Executive Session for the purposes of discussing the following items:

(a) Discussion Related to Two Pending (Coleman and Costa) Litigation Matters - R.I.G.L. § 42-46-5(a)(2).

(b) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Air Service Development) - R.I.G.L. § 42-46-5(a)(7).

(c) Working Session Related to Collective Bargaining - R.I.G.L. § 42-46-5(a)(2).

By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

James Forte

Joseph Cianciolo

Joseph Larisa

Robert D. Sangster

Russell Hahn

NAYS: None

ABSTAIN: None

8. Reconvene to Open Session and Announcements:

At approximately 5:23 p.m., a motion was made by Mr. Forte and seconded by Mr. Sangster to reconvene to the Open Session. The motion was passed unanimously.

A motion was made by Mr. Hahn and seconded by Mr. Cianciolo to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed

unanimously:

YEAS: Kathleen C. Hittner, M.D.

James Forte

Joseph Cianciolo

Joseph Larisa

Robert D. Sangster

Russell Hahn

NAYS: None

ABSTAIN: None

9. Future Meeting:

The next meeting is scheduled for Wednesday, March 18, 2009 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

10. Adjournment:

Mr. Forte moved to adjourn the meeting at 5:25 p.m. Mr. Sangster seconded the motion. The motion was passed unanimously.

Respectfully submitted,

Kathleen C. Hittner, Chair
Rhode Island Airport Corporation

ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS MEETING
FEBRUARY 25, 2009

NAME	AFFILIATION
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Peter Frazier	RIAC
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Brian Schattle	RIAC
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Ann Clarke	RIAC
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Patti Goldstein	RIAC
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Val Mendonca	HNTB
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Robert Goff	New England Parking
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Chris MacFarlyen	House Policy Office
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Bill McCloud	Amano McGann
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Ron Cicerchia Ristan Systems, Inc.

Don Vennell Federal ADP

Richard Langseth Greenwich Bay Watershed

The minutes of the Executive Session of the Board Meeting of February 25, 2009 have been sealed in accordance with R.I.G.L. § 42-46-4.